

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 1999-453-C - ORDER NO. 2000-009
JANUARY 4, 2000

IN RE: Application of Primus Telecommunications,)	ORDER
Inc. and Telegroup, Inc. to Permit the Sale)	APPROVING
and Transfer of Assets of Telegroup, Inc.)	TRANSFER OF
<i>nunc pro tunc</i> , to Primus)	ASSETS
Telecommunications, Inc.)	

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application for an asset transfer *nunc pro tunc*, and subsequent Motion for Expedited Review filed by Primus Telecommunications, Inc. (Primus) and Telegroup, Inc. (Telegroup) (collectively, the Companies). The Application requests authority to transfer to Primus the assets (including customer base) of Telegroup. The asset transfer was conducted pursuant to a Stock and Asset Agreement under the supervision of the U.S. Bankruptcy Court for the District of New Jersey.

Pursuant to the instructions of the Commission's Executive Director, the Companies published a Notice of Filing in newspapers of general circulation in the Companies' service areas. No Protests or Petitions to Intervene were received. The Companies therefore move for expedited review of the matter, and, accordingly, have submitted the verified testimony of Neil L. Hazard, Executive Vice President and Chief Financial Officer of Primus. Expedited review is granted.


Hazard notes that the Companies are both certificated in South Carolina to provide resold interexchange telecommunications services. On June 30, 1999, Primus and Telegroup executed an Agreement under which Primus purchased most of Telegroup's assets. All of Telegroup's assets used in the provision of telecommunications in South Carolina were purchased. The agreement was conducted as part of a reorganization of Telegroup overseen by the U. S. Bankruptcy Court for the District of New Jersey. According to Hazard, the Agreement will not involve a change in the manner in which Telegroup's customers will receive their telecommunications services and will be virtually transparent to customers. Primus has adopted the terms and conditions of the existing Telegroup tariff. Hazard notes that Telegroup's customers will be notified of the change. Hazard points out that the Agreement will not adversely affect service to Telegroup's customers, and that the transfer is in the public interest.

Primus does not request that the certificate of Telegroup be assigned to Primus, according to Hazard. At the conclusion of the transaction, Telegroup will no longer provide telecommunications services in South Carolina. As such, Telegroup will notify this Commission separately of their intention to cancel their existing certificate, as part of the conclusion of operations being supervised by the Bankruptcy Court.

We have examined this matter, and hereby approve the transfer *nunc pro tunc*, as requested. We believe that the transfer will be seamless to Telegroup's customers, and that the transfer is in the public interest. However, Telegroup is hereby required to notify this Commission of the completion of the transaction so that Telegroup's Certificate of Public Convenience and Necessity can be cancelled.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)